

**BALL JANIK LLP**

A T T O R N E Y S

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December 23, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 19471-N FILED

DEC 23 '02

1-43 PM

Dear Secretary Williams:

**SURFACE TRANSPORTATION BOARD**

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Lease, a secondary document, dated as of December 23, 2002. The primary document to which this is connected is recorded under Recordation No. 19471. We request that this document be recorded under Recordation No. 19471-N.

The names and addresses of the parties to the Termination of Lease are:

Lessor:

Fleet National Bank  
100 Federal Street  
Boston, MA 02110

Lessee:

Entergy Arkansas Inc., successor-in-interest to Arkansas Power & Light Company  
10055 Grogans Mill Road, Suite 300  
The Woodlands, TX 77380

A description of the equipment covered by the Termination of Lease consists of 2,289 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-751440, inclusive, and 850001-850849, inclusive.

**BALL JANIK** LLP

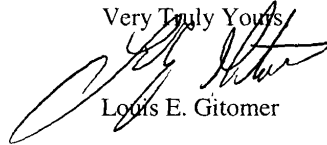
Honorable Vernon A. Williams  
December 23, 2002  
Page 2

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Termination of Lease between Fleet National Bank, 100 Federal Street, Boston, MA 02110, and Entergy Arkansas Inc., successor-in-interest to Arkansas Power & Light Company, 10055 Grogans Mill Road, Suite 300, The Woodlands, TX 77380, covering 2,289 aluminum-sided rotary dump gondola railcars numbered ETRX 750001-751440, inclusive, and 850001-850849, inclusive.

Very Truly Yours



Louis E. Gitomer

Enclosures

RECORDATION NO. 19471-N FILED  
DEC 23 '02 1:43 PM

TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE is made as of December 23, 2002 by Fleet National Bank, successor-in-interest to Fleet National Bank of Connecticut, successor-in-interest to Shawmut Bank Connecticut, National Association ("SBC"), as lessor, and Entergy Arkansas Inc., successor-in-interest to Arkansas Power & Light Company ("AP&L").

WHEREAS, SBC and AP&L are parties to: (1) an Equipment Lease Agreement dated as of June 16, 1995 which was recorded at the Interstate Commerce Commission (the "ICC") on June 16, 1995 under Recordation No. 19471; (2) Lease Supplement No. 1 dated as of June 16, 1995 which was recorded at the ICC on June 16, 1995 under Recordation No. 19471-A for 230 BethGon Coalporter Cars numbered ETRX 750001-750151, inclusive, 750153-750176, inclusive, 750178-750207, inclusive, 750326-750349, inclusive, and 750351; (3) Lease Supplement No. 2 dated as of June 30, 1995 which was recorded at the ICC on June 30, 1995 under Recordation No. 19471-C for 230 BethGon Coalporter Cars numbered ETRX 750152, 750177, 750208-750360, inclusive, 750362-750376, inclusive, 750378, 750379, 751350, and 751352-751408, inclusive; (4) Lease Supplement No. 3 dated as of July 11, 1995 which was recorded at the ICC on July 11, 1995 under Recordation No. 19471-D for 230 BethGon Coalporter Cars numbered ETRX 750361, 750377, 750380-750550, inclusive, 750552, 750553, 750557, 750559, 750561, 751211-751224, inclusive, 751226, 751231, and 751409-751440, inclusive; (5) Lease Supplement No. 4 dated as of July 27, 1995 which was recorded at the ICC on July 27, 1995 under Recordation No. 19471-E for 460 BethGon Coalporter Cars numbered ETRX 750551, 750554-750556, inclusive, 750558, 750560, 750562-750801, inclusive, 750803-750830, inclusive, 750832, 750833, 751225, 751232-751285, inclusive, 751287-751294, 751296-751301, inclusive, 850001-850009, inclusive, 850011-850027, inclusive, , 850029-850038, inclusive, , 850041-850043, inclusive, , 850045-850048, inclusive, 850052, 850053, 850055-850064, inclusive, 850066-850075, inclusive, 850077, 850087, 850088, 850090-850099, inclusive, 850101-850104, inclusive, 850107, 850109-850113, inclusive, 850115-850122, inclusive, 850124, 850125, 850127-850134, inclusive, and 850136-850144, inclusive; (6) Lease Supplement No. 5 dated as of August 2, 1995 which was recorded at the ICC on August 2, 1995 under Recordation No. 19471-F for 230 BethGon Coalporter Cars numbered ETRX 750831, 750834-750874, inclusive, 750876-750922, inclusive, 751286, 751295, 751302-751325, inclusive, 850010, 850028, 850039, 850040, 850044, 850049-850051, inclusive, 850054, 850114, 850123, 850135, 850145-850186, inclusive, 850188-850235, inclusive, 850237-850243, inclusive, 850245, 850247, 850248, 850250, 850253, and 850255; (7) Lease Supplement No. 6 dated as of August 24, 1995 which was recorded at the ICC on August 24, 1995 under Recordation No. 19471-G for 230 BethGon Coalporter Cars numbered ETRX 750802, 750875, 750923-750985, inclusive, 750987-751030, inclusive, 751032-751037, inclusive, 850065, 850076, 850078-850086, inclusive, 850089, 850100, 850105, 850106, 850108, 850126, 850187, 850236, 850244, 850246, 850249, 850251, 850252, 850254, 850256-850321, inclusive, 850323-850335, inclusive, 850337-850443, inclusive, and 850346-850349, inclusive; (8) Lease Supplement No. 7 dated as of September 1, 1995 which was recorded at the ICC on September 1, 1995 under Recordation No. 19471-H for 230 BethGon Coalporter Cars numbered ETRX 751031, 751038-751099, inclusive, 751101-751152, inclusive, 850322, 850336, 850344,

dated as of September 15, 1995 which was recorded at the ICC on September 15, 1995 under Recordation No. 19471-I for 230 BethGon Coalporter Cars numbered ETRX 850405-850448, inclusive, 850450-850452, inclusive, 850454, 850455, 850457, 850459-850469, inclusive, 850471-850477, inclusive, 850479-850535, inclusive, 850537, 850539-850544, inclusive, 850546-850549, inclusive, 850551, 850676-850732, inclusive, 850735-850749, inclusive, and 850751-850771, inclusive; and (10) Lease Supplement No. 9 dated as of September 28, 1995 which was recorded at the ICC on September 28, 1995 under Recordation No. 19471-J for 219 BethGon Coalporter Cars numbered ETRX 750986, 751100, 751153-751210, inclusive, 850449, 850453, 850456, 850458, 850470, 850478, 850536, 850538, 850545, 850550, 850552-850619, inclusive, 850733, 850734, 850750, and 850772-850849, inclusive (the "Lease Documents"); and

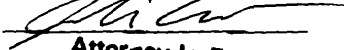
WHEREAS, SBC and AP&L now desire to terminate and cancel the Lease Documents;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, SBC, and AP&L intending to be legally bound, agree as follows:

1. SBC and AP&L hereby terminate and cancel the Lease Documents, effective as of the date first written above.

IN WITNESS WHEREOF, SBC, and AP&L have each caused this Termination of Lease to be duly executed by their authorized officers as of the date first above written.

FLEET NATIONAL BANK, SUCCESSOR-IN-  
INTEREST TO FLEET NATIONAL BANK OF  
CONNECTICUT, SUCCESSOR-IN-INTEREST TO  
SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION

By:   
Its: Attorney-in-Fact

ENTERGY ARKANSAS INC., SUCCESSOR-IN-  
INTEREST TO ARKANSAS POWER & LIGHT  
COMPANY

By: \_\_\_\_\_  
Its: \_\_\_\_\_

850345, 850350-850404, inclusive, and 850620-850675, inclusive; (9) Lease Supplement No. 8 dated as of September 15, 1995 which was recorded at the ICC on September 15, 1995 under Recordation No. 19471-I for 230 BethGon Coalporter Cars numbered ETRX 850405-850448, inclusive, 850450-850452, inclusive, 850454, 850455, 850457, 850459-850469, inclusive, 850471-850477, inclusive, 850479-850535, inclusive, 850537, 850539-850544, inclusive, 850546-850549, inclusive, 850551, 850676-850732, inclusive, 850735-850749, inclusive, and 850751-850771, inclusive; and (10) Lease Supplement No. 9 dated as of September 28, 1995 which was recorded at the ICC on September 28, 1995 under Recordation No. 19471-J for 219 BethGon Coalporter Cars numbered ETRX 750986, 751100, 751153-751210, inclusive, 850449, 850453, 850456, 850458, 850470, 850478, 850536, 850538, 850545, 850550, 850552-850619, inclusive, 850733, 850734, 850750, and 850772-850849, inclusive (the "Lease Documents"); and

WHEREAS, SBC and AP&L now desire to terminate and cancel the Lease Documents;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, SBC, and AP&L intending to be legally bound, agree as follows:


1. SBC and AP&L hereby terminate and cancel the Lease Documents, effective as of the date first written above.

IN WITNESS WHEREOF, SBC, and AP&L have each caused this Termination of Lease to be duly executed by their authorized officers as of the date first above written.

FLEET NATIONAL BANK, SUCCESSOR-IN-  
INTEREST TO FLEET NATIONAL BANK OF  
CONNECTICUT, SUCCESSOR-IN-INTEREST TO  
SHAWMUT BANK CONNECTICUT, NATIONAL  
ASSOCIATION

By: \_\_\_\_\_  
Its: \_\_\_\_\_

ENTERGY ARKANSAS INC., SUCCESSOR-IN-  
INTEREST TO ARKANSAS POWER & LIGHT  
COMPANY

By:   
Its: Vice President and Treasurer

STATE OF Connecticut )  
 ) ss.  
County of Hartford )

On this 19<sup>th</sup> day of December, 2002, before me, Susan P. McNally, the undersigned Notary Public, personally appeared Jacqueline Connor personally known to me to be the person who executed the within instrument as Attorney-In-Fact on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Susan P. McNally  
Notary Public for \_\_\_\_\_  
My Commission expires SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMM EXPIRES MARCH 31, 2005

STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of December, 2002, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument as \_\_\_\_\_ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

On this \_\_\_\_ day of December, 2002, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument as \_\_\_\_\_ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_  
STATE OF LOUISIANA )  
 ) ss.  
Parish of \_\_\_\_\_ )  
~~County of~~ Orleans )

On this \_\_\_\_ day of December, 2002, before me, Mark G. Otts, the undersigned Notary Public, personally appeared Steven C. McNeal personally known to me to be the person who executed the within instrument as Vice President and Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Mark Grafton Otts  
Notary Public for Orleans Parish, Louisiana  
My Commission expires at my death

**MARK GRAFTON OTTS**  
NOTARY PUBLIC  
Parish of Orleans, State of Louisiana  
My Commission is issued for life.